

MAY 19 1989 - 3 15 PM

C & O TRUST No. 3

INTERSTATE COMMERCE COMMISSION

LEASE EXTENSION AGREEMENT

This LEASE EXTENSION AGREEMENT is dated as of April 1, 1989, among Trust Company for USL, Inc., as Successor Trustee ("Lessor") under a Trust Agreement dated as of March 1, 1971, as amended (the "Trust Agreement"), United States Leasing International, Inc., as Agent for Lessor ("Agent") and CSX Transportation, Inc. (successor by merger to The Chesapeake and Ohio Railway Company), as Lessee ("Lessee"). All capitalized terms used herein, unless otherwise defined, shall have the same meaning as in the Lease defined below.

RECITALS:

A. Trust Company for USL, Inc. has been appointed as Successor Trustee in the place of D.E. Mundell and Ben Maushardt, Trustees, to act as Trustee under the Trust Agreement and as Lessor under the Lease, pursuant to an Appointment of Successor Trustee by Wells Fargo Bank, N.A., GATX Leasing Corporation (as successor to Gould Equipment Leasing Corporation) and United States Lease Financing, Inc. (as successor to Manufacturers and Traders Trust Company and LaSalle National Bank).

B. Lessor, Lessee and the Agent are parties to an Equipment Lease dated as of March 1, 1971, as amended May 1, 1971 (the "Lease"), pursuant to which Lessor is leasing to Lessee certain 100-ton open top hopper cars and cabooses (collectively the "Equipment" and individually an "item", or the "hopper cars" and the "caboose") as more particularly described in Schedules A-1 and A-2 attached hereto.

C. The Lease was filed for record in the Office of the Secretary of the Interstate Commerce Commission at 2:35 P.M. on April 7, 1971 and has been assigned Recordation No. 6095-A.

D. The initial term of the Lease expires on July 1, 1989, and Lessee has duly exercised its option to renew and extend the Lease pursuant to Section 20.2 of the Lease which provides for two consecutive renewal terms of four years and three years, respectively (for a total period of seven years), subject to all terms and conditions of the Lease except as to rental and casualty values.

E. The parties to the Lease desire to extend the term thereof for such additional seven years, with respect to the hopper cars and cabooses remaining subject to the Lease on the July 1, 1989 Lease expiration date, upon the terms and conditions hereinafter set forth. It is agreed that the Lessee will promptly confirm to the Lessor in writing the exact number of hopper cars remaining subject to the Lease as of July 1, 1989 (which will be not less than 575 nor more than 659 hopper cars).

NOW, THEREFORE, the parties hereto agree as follows:

1. Extension of Lease Term. The term of the Lease is hereby extended for a seven-year term, commencing July 1, 1989 and expiring June 30, 1996, with respect to all but not less than all of the remaining Equipment on such commencement date; provided, however, that upon the expiration of the initial four-year extension period, Lessee shall have

the right either to: (a) terminate the Lease as set forth in the next succeeding paragraph as to all Equipment, or (b) exclude the cabooses from the Lease and lease only the hopper cars during the remaining three-year lease term.

So long as no Event of Default shall have occurred, Lessee shall be entitled to terminate the Lease with respect to all but not less than all of the Equipment effective on June 30, 1993, on at least 6 months' prior written notice to Lessor. If Lessee does not elect to terminate the Lease at such time, the Lease shall automatically continue, without further act or notice, for the remainder of the term until June 30, 1996, it being understood, however, that Lessee retains the right to purchase under Section 20.1 of the Lease all but not less than all of the Equipment for its then fair market value in lieu of continuing the Lease for the remaining three-year lease term.

2. Fixed Rental Payments. Lessee agrees to pay Lessor Fixed Rental for each item of Equipment in the aggregate amount for such items of Equipment, respectively, as set forth in Schedules A-1 and A-2, subject to adjustment for any Casualty Occurrence, as more particularly described below:

(A) With respect to the open top hopper cars, Lessee agrees to pay Lessor eight consecutive semi-annual installments, payable in advance, of \$337.96 per each remaining item, commencing July 1, 1989; and thereafter Lessee agrees to pay Lessor six consecutive semi-annual installments, payable in advance, of \$224.87 per each remaining item commencing July 1, 1993.

(B) With respect to the cabooses, Lessee agrees to pay Lessor eight consecutive semi-annual installments, payable in advance, of \$744.20 per each remaining item, commencing July 1, 1989; and thereafter Lessee agrees to pay Lessor six consecutive semi-annual installments, payable in advance, of \$495.18 per each remaining item, commencing July 1, 1993.

All such Fixed Rental installments shall be payable to the Lessor, as follows:

Wire transfer to:
Wells Fargo Bank, N.A.
625 Battery Street
San Francisco, CA 94111
ABA Routing # 121000248

For credit to:
Trust Company for USL, Inc., Trustee
c/o U.S. Lease Financing, Inc.
Account No. 4402-013387

C & O Trust No. 3
Lease Extension Agreement
Page 3

3. Casualty Occurrence In the event of a Casualty Occurrence, the casualty value of each item of Equipment at each respective casualty settlement date shall be set forth in Schedule B attached hereto. Lessee acknowledges and agrees that it shall bear the sole risk of loss with respect to the Equipment in the event of a Casualty Occurrence.

4. Purchase Option. It is understood that Lessee's purchase option under Section 20.1 of the Lease with respect to the purchase of all but not less than all of the Equipment shall remain in full force and effect during the renewal period in accordance with the terms thereof.

5. Lease Remains in Effect. Except as modified by this Lease Extension Agreement, all terms and conditions of the Lease, including without limitation, Section 16 (indemnity) and Section 10.2 (taxes) thereof, and all other documents or agreements relating to the Lease, shall remain in full force and effect and be binding upon the parties hereto or thereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Extension Agreement to be duly executed by their duly authorized officers as of the day and year first above written.

Trust Company for USL, Inc.,
as Trustee

By Aesar J. Akman
President

United States Leasing International, Inc.,
as Agent

By Aesar J. Akman
Assistant Vice President

CSX Transportation, Inc.

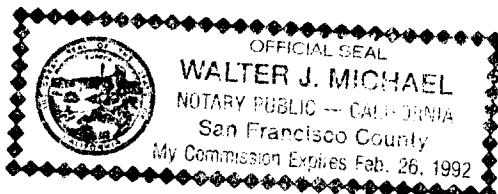
By John D. Egan
Title Director - Equipment

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California)
ss:
County of San Francisco)

On this 5th day of May, 1989, before me personally appeared Desa Wakeman, to me personally known, who being by me sworn, says that she is President of Trust Company for USL, Inc., that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter J. Michael
Notary Public



(SEAL)

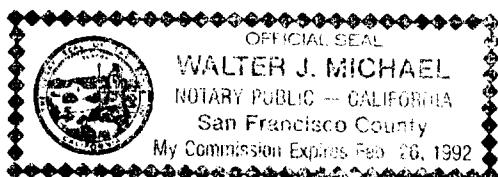
My commission expires: February 26, 1992

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California)
County of San Francisco) ss:

On this 5th day of May, 1989, before me personally appeared Desa Wakeman, to me personally known, who being by me sworn, says that she is an Assistant Vice President of United States Leasing International, Inc., that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter J. Mueller
Notary Public



(SEAL)

My commission expires: February 26, 1992

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Maryland)
~~City~~ of Baltimore) ss:
~~County~~ of Baltimore)

On this 15th day of May, 1989, before me personally appeared Doris J. Wairard, to me personally known, who being by me sworn, says that he is AVP & TREASURER - EQUIPMENT DEPT. of Air Transportations Inc., that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

H. Maureen McCabe
Notary Public

(SEAL)

My commission expires:

MY COMMISSION EXPIRES JULY 1, 1990

C & O Trust No. 3
Lease Extension Agreement

Schedule A-1

Description: 100-ton open top hopper cars,
bearing the road numbers listed below.

Rentals:

<u>Date</u>	<u>Per Item Rental</u>
7/01/89	\$337.96
1/01/90	337.96
7/01/90	337.96
1/01/90	337.96
7/01/91	337.96
1/01/92	337.96
7/01/92	337.96
1/01/93	337.96
7/01/93	224.87
1/01/94	224.87
7/01/94	224.87
1/01/95	224.87
7/01/95	224.87
1/01/96	224.87

Road Nos.: Identified on the attached five pages of Schedule A-1.

100 Ton Open Top Hopper Cars

Schedule A-1
100 Ton Open Top Hopper Cars

ORIG LSE SYS INITIAL	ORIG LSE SYS NUMBER	CURRENT INIT NUMBER	ORIG LSE SYS INITIAL	CURRENT INIT NUMBER									
CO	63214	CO	063214	CO	CO	63399	CO	063399	CO	CO	63543	CO	063543
CO	63216	CO	063216	CO	CO	63400	CO	063400	CO	CO	63544	CO	063544
CO	63220	CO	063220	CO	CO	63401	CO	063401	CO	CO	63563	CO	063563
CO	63226	CO	063226	CO	CO	63402	CO	063402	CO	CO	63565	CO	063565
CO	63227	CO	063227	CO	CO	63403	CO	063403	CO	CO	63568	CO	063568
CO	63231	CO	063231	CO	CO	63412	CO	063412	CO	CO	63572	CO	063572
CO	63239	CO	063239	CO	CO	63418	CO	063418	CO	CO	63575	CO	063575
CO	63241	CO	063241	CO	CO	63419	CO	063419	CO	CO	63577	CO	063577
CO	63249	CO	063249	CO	CO	63420	CO	063420	CO	CO	63578	CO	063578
CO	63250	CO	063250	CO	CO	63421	CO	063421	CO	CO	63581	CO	063581
CO	63253	CO	063253	CO	CO	63422	CO	063422	CO	CO	63582	CO	063582
CO	63260	CO	063260	CO	CO	63423	CO	063423	CO	CO	63586	CO	063586
CO	63268	CO	063268	CO	CO	63424	CO	063424	CO	CO	63589	CO	063589
CO	63271	CO	063271	CO	CO	63425	CO	063425	CO	CO	63591	CO	063591
CO	63273	CO	063273	CO	CO	63426	CO	063426	CO	CO	63597	CO	063597
CO	63280	CO	063280	CO	CO	63427	CO	063427	CO	CO	63601	CO	063601
CO	63285	CO	063285	CO	CO	63428	CO	063428	CO	CO	63604	CO	063604
CO	63293	CO	063293	CO	CO	63429	CO	063429	CO	CO	63606	CO	063606
CO	63295	CO	063295	CO	CO	63430	CO	063430	CO	CO	63610	CO	063610
CO	63447	CO	63447	CO	CO	63452	CO	063452	CO	CO	63611	CO	063611
CO	63456	CO	63456	CO	CO	63455	CO	063455	CO	CO	63612	CO	063612
CO	63464	CO	63464	CO	CO	63465	CO	063465	CO	CO	63613	CO	063613
CO	63465	CO	63465	CO	CO	63467	CO	063467	CO	CO	63620	CO	063620
CO	63467	CO	63467	CO	CO	63469	CO	063469	CO	CO	63623	CO	063623
CO	63469	CO	63469	CO	CO	63471	CO	063471	CO	CO	63626	CO	063626
CO	63471	CO	63471	CO	CO	63474	CO	063474	CO	CO	63627	CO	063627
CO	63474	CO	63474	CO	CO	63476	CO	063476	CO	CO	63631	CO	063631
CO	63476	CO	63476	CO	CO	63480	CO	063480	CO	CO	63633	CO	063633
CO	63483	CO	63483	CO	CO	63485	CO	063485	CO	CO	63641	CO	063641
CO	63491	CO	63491	CO	CO	63492	CO	063492	CO	CO	63643	CO	063643
CO	63492	CO	63492	CO	CO	63493	CO	063493	CO	CO	63644	CO	063644
CO	63493	CO	63493	CO	CO	63495	CO	063495	CO	CO	63646	CO	063646
CO	63495	CO	63495	CO	CO	63511	CO	063511	CO	CO	63650	CO	063650
CO	63511	CO	63511	CO	CO	63513	CO	063513	CO	CO	63652	CO	063652
CO	63513	CO	63513	CO	CO	63514	CO	063514	CO	CO	63653	CO	063653
CO	63514	CO	63514	CO	CO	63516	CO	063516	CO	CO	63658	CO	063658
CO	63516	CO	63516	CO	CO	63518	CO	063518	CO	CO	63662	CO	063662
CO	63518	CO	63518	CO	CO	63519	CO	063519	CO	CO	63665	CO	063665
CO	63519	CO	63519	CO	CO	63522	CO	063522	CO	CO	63666	CO	063666
CO	63522	CO	63522	CO	CO	63526	CO	063526	CO	CO	63670	CO	063670
CO	63526	CO	63526	CO	CO	63529	CO	063529	CO	CO	63673	CO	063673
CO	63529	CO	63529	CO	CO	63534	CO	063534	CO	CO	63677	CO	063677
CO	63534	CO	63534	CO	CO	63540	CO	063540	CO	CO	63679	CO	063679
CO	63540	CO	63540	CO	CO	63542	CO	063542	CO	CO	63684	CO	063684
CO	63542	CO	63542	CO	CO	63546	CO	063546	CO	CO	63686	CO	063686

100 Ton Open Top Hopper Cars
Schedule A-1

Page 3 of 5

Schedule A-1
100 Ton Open Top Hopper Cars

ORIG LSE INITIAL	ORIG LSE SYS NUMBER	CURRENT NUMBER	INIT	ORIG LSE SYS INITIAL	CURRENT NUMBER	INIT	ORIG LSE SYS INITIAL	CURRENT NUMBER	INIT	ORIG LSE SYS INITIAL	CURRENT NUMBER	INIT	
CU	63238	00	812439	CO	812441	CO	63240	CO	812443	CO	63242	CO	812445
CO	63244	CO	812445	CO	812453	CO	63252	CO	812455	CO	63255	CO	812456
CO	63256	CO	812462	CO	812466	CO	63262	CO	812477	CO	63277	CO	812478
CO	63266	CO	812488	CO	812490	CO	63291	CO	812491	CO	63292	CO	812509
CO	63278	CO	812512	CO	812517	CO	63310	CO	812518	CO	63313	CO	812520
CO	63281	CO	812523	CO	812527	CO	63318	CO	812530	CO	63324	CO	812536
CO	63289	CO	812540	CO	812548	CO	63328	CO	812540	CO	63334	CO	812551
CO	63291	CO	812550	CO	812551	CO	63337	CO	812553	CO	63341	CO	812560
CO	63292	CO	812556	CO	812560	CO	63344	CO	812562	CO	63350	CO	812564
CO	63294	CO	812566	CO	812573	CO	63353	CO	812576	CO	63355	CO	812579
CO	63296	CO	812580	CO	812581	CO	63358	CO	812583	CO	63361	CO	812586
CO	63298	CO	812588	CO	812591	CO	63364	CO	812593	CO	63367	CO	812596
CO	63299	CO	812601	CO	812602	CO	63369	CO	812603	CO	63370	CO	812613
CO	63301	CO	812615	CO	812617	CO	63372	CO	812619	CO	63374	CO	812622
CO	63303	CO	812642	CO	812651	CO	63376	CO	812654	CO	63378	CO	812655
CO	63305	CO	812661	CO	812679	CO	63380	CO	812681	CO	63382	CO	812687
CO	63307	CO	812687	CO	812688	CO	63384	CO	812692	CO	63386	CO	812694
CO	63309	CO	812697	CO	812698	CO	63388	CO	812699	CO	63390	CO	812701
CO	63311	CO	812713	CO	812715	CO	63392	CO	812717	CO	63394	CO	812720
CO	63313	CO	812721	CO	812736	CO	63396	CO	812739	CO	63398	CO	812740
CO	63315	CO	812742	CO	812745	CO	63400	CO	812748	CO	63402	CO	812751
CO	63317	CO	812751	CO	812757	CO	63404	CO	812760	CO	63406	CO	812764
CO	63319	CO	812766	CO	812777	CO	63408	CO	812780	CO	63410	CO	812784
CO	63321	CO	812781	CO	812789	CO	63412	CO	812790	CO	63414	CO	812793
CO	63323	CO	812791	CO	812799	CO	63416	CO	812800	CO	63418	CO	812804
CO	63325	CO	812802	CO	812810	CO	63420	CO	812811	CO	63422	CO	812817
CO	63327	CO	812812	CO	812820	CO	63424	CO	812824	CO	63426	CO	812825
CO	63329	CO	812826	CO	812834	CO	63428	CO	812835	CO	63430	CO	812839
CO	63331	CO	812837	CO	812843	CO	63432	CO	812846	CO	63434	CO	812849
CO	63333	CO	812850	CO	812853	CO	63436	CO	812855	CO	63438	CO	812867
CO	63335	CO	812857	CO	812869	CO	63440	CO	812872	CO	63442	CO	812873
CO	63337	CO	812876	CO	812881	CO	63444	CO	812886	CO	63446	CO	812889
CO	63339	CO	812889	CO	812895	CO	63448	CO	812897	CO	63450	CO	812901
CO	63341	CO	812903	CO	812909	CO	63452	CO	812915	CO	63454	CO	812922
CO	63343	CO	812917	CO	812923	CO	63456	CO	812936	CO	63458	CO	812941
CO	63345	CO	812927	CO	812934	CO	63460	CO	812939	CO	63462	CO	812945
CO	63347	CO	812936	CO	812942	CO	63464	CO	812946	CO	63466	CO	812953
CO	63349	CO	812948	CO	812954	CO	63468	CO	812957	CO	63470	CO	812961
CO	63351	CO	812950	CO	812956	CO	63472	CO	812964	CO	63474	CO	812978
CO	63353	CO	812951	CO	812957	CO	63476	CO	812972	CO	63478	CO	812987
CO	63355	CO	812953	CO	812959	CO	63480	CO	812981	CO	63482	CO	812993
CO	63357	CO	812955	CO	812961	CO	63484	CO	812985	CO	63486	CO	812997
CO	63359	CO	812957	CO	812963	CO	63488	CO	812989	CO	63490	CO	812999
CO	63361	CO	812959	CO	812965	CO	63492	CO	812991	CO	63494	CO	812993
CO	63363	CO	812960	CO	812966	CO	63496	CO	812995	CO	63498	CO	812999
CO	63365	CO	812962	CO	812968	CO	63500	CO	812997	CO	63502	CO	812999
CO	63367	CO	812964	CO	812970	CO	63504	CO	812999	CO	63506	CO	812999
CO	63369	CO	812966	CO	812972	CO	63508	CO	812999	CO	63510	CO	812999
CO	63371	CO	812968	CO	812974	CO	63512	CO	812999	CO	63514	CO	812999
CO	63373	CO	812970	CO	812976	CO	63516	CO	812999	CO	63518	CO	812999
CO	63375	CO	812972	CO	812978	CO	63520	CO	812999	CO	63522	CO	812999
CO	63377	CO	812974	CO	812980	CO	63524	CO	812999	CO	63526	CO	812999
CO	63379	CO	812976	CO	812982	CO	63528	CO	812999	CO	63530	CO	812999
CO	63381	CO	812978	CO	812984	CO	63532	CO	812999	CO	63534	CO	812999
CO	63383	CO	812980	CO	812986	CO	63536	CO	812999	CO	63538	CO	812999
CO	63385	CO	812982	CO	812988	CO	63540	CO	812999	CO	63542	CO	812999
CO	63387	CO	812984	CO	812990	CO	63544	CO	812999	CO	63546	CO	812999
CO	63389	CO	812986	CO	812992	CO	63548	CO	812999	CO	63550	CO	812999
CO	63391	CO	812988	CO	812994	CO	63552	CO	812999	CO	63554	CO	812999
CO	63393	CO	812990	CO	812996	CO	63556	CO	812999	CO	63558	CO	812999
CO	63395	CO	812992	CO	812998	CO	63560	CO	812999	CO	63562	CO	812999
CO	63397	CO	812994	CO	813000	CO	63564	CO	812999	CO	63566	CO	812999
CO	63399	CO	812996	CO	813002	CO	63568	CO	812999	CO	63570	CO	812999
CO	63401	CO	812998	CO	813004	CO	63572	CO	812999	CO	63574	CO	812999
CO	63403	CO	813000	CO	813006	CO	63576	CO	812999	CO	63578	CO	812999
CO	63405	CO	813002	CO	813008	CO	63580	CO	812999	CO	63582	CO	812999
CO	63406	CO	813004	CO	813010	CO	63584	CO	812999	CO	63586	CO	812999
CO	63407	CO	813006	CO	813012	CO	63588	CO	812999	CO	63590	CO	812999
CO	63417	CO	813008	CO	813014	CO	63594	CO	812999	CO	63596	CO	812999
CO	63419	CO	813010	CO	813016	CO	63598	CO	812999	CO	63602	CO	812999
CO	63422	CO	813012	CO	813018	CO	63606	CO	812999	CO	63616	CO	812999

Schedule A-1
100 Ton Open Top Hopper Cars

ORIG LSE SYS INITIAL	ORIG LSE SYS NUMBER	CURRENT INIT NUMBER	INIT	CURRENT NUMBER	INIT NUMBER	ORIG LSE SYS INITIAL	ORIG LSE SYS NUMBER	CURRENT INIT NUMBER	INIT	CURRENT NUMBER	INIT NUMBER
CO	62789	CSXT	812005	CO	63139	CSXT	812343	CO	63517	CSXT	812707
CO	62793	CSXT	812050	CO	63143	CSXT	812347	CO	63520	CSXT	812710
CO	62838	CSXT	812052	CO	63151	CSXT	812355	CO	63521	CSXT	812711
CO	62840	CSXT	812061	CO	63161	CSXT	812364	CO	63533	CSXT	812723
CO	62849	CSXT	812071	CO	63162	CSXT	812365	CO	63536	CSXT	812726
CO	62860	CSXT	812081	CO	63170	CSXT	812373	CO	63545	CSXT	812735
CO	62871	CSXT	812095	CO	63172	CSXT	812375	CO	63548	CSXT	812738
CO	62886	CSXT	812096	CO	63173	CSXT	812376	CO	63553	CSXT	812743
CO	62891	CSXT	812100	CO	63177	CSXT	812379	CO	63571	CSXT	812761
CO	62897	CSXT	812106	CO	63183	CSXT	812385	CO	63573	CSXT	812763
CO	62898	CSXT	812107	CO	63194	CSXT	812396	CO	63587	CSXT	812776
CO	62899	CSXT	812109	CO	63223	CSXT	812424	CO	63608	CSXT	812795
CO	62906	CSXT	812115	CO	63230	CSXT	812431	CO	63609	CSXT	812796
CO	62907	CSXT	812116	CO	63251	CSXT	812452	CO	63615	CSXT	812802
CO	62921	CSXT	812130	CO	63267	CSXT	812457	CO	63630	CSXT	812816
CO	62935	CSXT	812144	CO	63269	CSXT	812469	CO	63632	CSXT	812820
CO	62953	CSXT	812162	CO	63284	CSXT	812484	CO	63634	CSXT	812821
CO	62957	CSXT	812166	CO	63286	CSXT	812486	CO	63640	CSXT	812826
CO	62959	CSXT	812168	CO	63296	CSXT	812495	CO	63642	CSXT	812828
CO	62960	CSXT	812169	CO	63304	CSXT	812503	CO	63647	CSXT	812833
CO	62962	CSXT	812171	CO	63309	CSXT	812508	CO	63671	CSXT	812857
CO	62966	CSXT	812175	CO	63311	CSXT	812510	CO	63675	CSXT	812860
CO	62974	CSXT	812183	CO	63315	CSXT	812514	CO	63678	CSXT	812863
CO	62979	CSXT	812188	CO	63345	CSXT	812544	CO	63683	CSXT	812868
CO	62985	CSXT	812194	CO	63346	CSXT	812545	CO			
CO	62987	CSXT	812196	CO	63349	CSXT	812547	CO			
CO	62988	CSXT	812197	CO	63351	CSXT	812549	CO			
CO	62990	CSXT	812199	CO	63356	CSXT	812553	CO			
CO	62993	CSXT	812202	CO	63361	CSXT	812564	CO			
CO	62994	CSXT	812203	CO	63367	CSXT	812569	CO			
CO	63002	CSXT	812209	CO	63372	CSXT	812574	CO			
CO	63007	CSXT	812214	CO	63377	CSXT	812585	CO			
CO	63009	CSXT	812216	CO	63389	CSXT	812593	CO			
CO	63018	CSXT	812225	CO	63397	CSXT	812610	CO			
CO	63024	CSXT	812231	CO	63414	CSXT	812619	CO			
CO	63027	CSXT	812234	CO	63440	CSXT	812634	CO			
CO	63039	CSXT	812246	CO	63443	CSXT	812637	CO			
CO	63042	CSXT	812249	CO	63445	CSXT	812639	CO			
CO	63043	CSXT	812250	CO	63453	CSXT	812647	CO			
CO	63047	CSXT	812254	CO	63458	CSXT	812652	CO			
CO	63051	CSXT	812258	CO	63470	CSXT	812663	CO			
CO	63064	CSXT	812271	CO	63478	CSXT	812671	CO			
CO	63091	CSXT	812296	CO	63490	CSXT	812683	CO			
CO	63097	CSXT	812302	CO	63505	CSXT	812696	CO			
CO	63111	CSXT	812316	CO							

Total 575 Cars

C & O Trust No. 3
Lease Extension Agreement

Schedule A-2

Description: Cupola - type cabooses
CO 903316 thru CO 903325

Rentals:

Date Per Item Rental

7/01/89	\$744.20
1/01/90	744.20
7/01/90	744.20
1/01/91	744.20
7/01/91	744.20
1/01/92	744.20
7/01/92	744.20
1/01/93	744.20
7/01/93	495.18
1/01/94	495.18
7/01/94	495.18
1/01/95	495.18
7/01/95	495.18
1/01/96	495.18

Road Nos.:

CO 903316 thru CO 903325

Schedule A-2
International Cabooses

ORIG LSE	SYS INITIAL	ORIG LSE	SYS NUMBER	CURRENT INIT NUMBER
CO		903316	CO	903316
CO		903317	CO	903317
CO		3318	CO	903318
CO		903319	CO	903319
CO		3320	CO	903320
CO		903321	CO	903321
CO		3322	CO	903322
CO		903323	CO	903323
CO		903324	CO	903324
CO		903325	CO	903325

Total 10 Cabooses